

LEWIS
AND
ROCA
—LLP—
LAWYERS

Susan M. Freeman
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Our File Number: 45193-00001

December 6, 2005

Josefina F. McEvoy, Esq.
Squire, Sanders & Dempsey, L.L.P.
801 South Figueroa, 14th Floor
Los Angeles, CA 90017

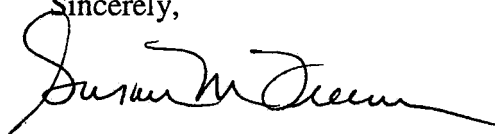
Robert J. Miller, Esq.
Bryan Cave LLP
Two North Central Avenue
Suite 2200
Phoenix, Arizona 85004

Re: Gaiman/McFarlane Protocol Stipulation Data Exchange

Dear Josefina and Bob:

Enclosed please find the Data Exchange information request on behalf of Neil Gaiman pursuant to our protocol stipulation.

Sincerely,



Susan M. Freeman

SMF/smf
cc: Ken F. Levin

DATA EXCHANGE
Information and Documents Requested by Neil Gaiman

Neil requests that you provide the following information and documents (but not duplicating anything previously provided). The focus is on (a) providing the requisite financial information for things not previously identified or not existing as of the time of your last information transmittal; (b) updating previously provided information to identify and bring current subsequently received financial revenues; and (c) identifying and providing information and documents on products, publications and exploitations which have not been previously identified. Information and documents are, in accordance with the Stipulation, to be provided at this time through (a) the date of the Todd McFarlane Productions, Inc. ("TMP") bankruptcy petition filing, and (b) the last day of the quarter ended June 30, 2005 (and then first supplemented through December 31, 2005). As used herein, "Stipulation" means the "Stipulation re: Relief From the Automatic Stay to Complete Litigation in District Court" filed in the TMP bankruptcy proceeding; "Wisconsin Judgment" means the Judgment attached as Exhibit A to the Stipulation; "Accountant," "Accounting" and "Defendants" have the meanings set forth in the Stipulation; "Affiliate" means a person or entity affiliated with a Defendant; "Characters" mean Cogliostro, Angela, Medieval Spawn and their derivatives; "Works" means Spawn issue number 9, Spawn issue number 26, Angela issues number 1-3, and all publications which contain part or all of any of those publications; "documents" has the same meaning as contained in Footnote 2 of the Stipulation; "Previously Identified Publications" means the publications which you had previously identified to the Accountant and provided Image sales information for; and "Talent Payments" means payments which were made to any "talent" on the publication (that is, payments to the writer, artist(s), letterer and colorist of the comic material published) specifically for the work contained in that publication or for royalties for the publication. "License," "licensor," and "licensee" as used are intended to indicate a license-type arrangement in the broad sense and so would include sub-licenses as well as ground licenses.

I. Publications

1. On a publication-by-publication basis, please provide updated information and documents from Image for each of the Previously Identified Publications if (but only if) there have been any further sales or sales revenues, or Image accountings, since the information and documents you previously provided for each of those Publications. If a Previously Identified Publication has gone back to press or if a part of the Publication has been published again by Image in a new form or format, please include with the information and documents the date of publication, the title, and the ISBN number.
2. For any of the Previously Identified Publications, where the following information has not already been (or is not now otherwise being) provided, please identify and document on a publication by publication basis any third party payments (*i.e.*, amounts paid and evidence of same) which were made to any "talent" on the Publication as Talent

Payments for the Publication in question. If any such Talent Payments were not made by TMP, please indicate and document who made the Talent Payment(s).

3. We have identified on Schedule A, attached, various publications which we believe are compensable to Neil under the Wisconsin Judgment. Please provide for each of these publications (unless already provided) (a) the final Image accounting, or, if the book is still being sold, please indicate that and provide instead the latest Image accounting; and (b) please identify and document for each of these publications any third party payments (amounts paid and evidence of same) which were made to any "talent" on the publication for Talent Payments for that publication. In the event any of these publications were not published by Image, please identify and document for each such publication all income received, all third party costs paid (including Talent Payments), any license, royalty or other payments made or accrued to any Defendant or Affiliate, and the agreement(s) under which the book was published (such as, for example, foreign license publishing agreements or crossover "character swaps").

4. Please identify any publications which are not Previously Identified Publications, and are also not included in the publications listed on Schedule A, but which depict in any manner, or make any use of, one or more of the Characters. Please then (a) provide for each of those publications the final Image accounting, or, if the book is still being sold, please indicate that and provide instead the latest Image accounting; and (b) identify and document for each of these publications any third party payments (amounts paid and evidence of same) which were made to any "talent" on the publication as Talent Payments. In the event any of these publications were not published by Image, please identify and document for each such publication all income received, all third party costs paid (including Talent Payments), any license, royalty or other payments made or accrued to any Defendant or Affiliate, and the agreement(s) under which the book was published (such as, for example, foreign license publishing agreements or crossover "character swaps").

5. Please provide a list by year, for each year to date, beginning with the year of publication of SPAWN ISSUE #9, of all of the comic books and other publications published through Image Comics by or at the instance of TMP (regardless of whether they contain Characters).

6. If you dispute whether any publication identified in Schedule A or in your list for paragraph 4 should be included in the Accounting as a compensable publication, please provide a copy of the publication in question.

7. Have any of the Previously Identified Publications, any of the Schedule A publications, or any of the publications on your list in response to paragraph 4, been published in any manner in addition to (or instead of) on paper (such as via the internet, on CD-ROM, on DVD, etc.)? If so, please identify each, and for each, provide all documents respecting their publication, manufacture and sale (including but not limited to any licenses), and all information and documents regarding revenues and costs incurred and paid or accrued.

8. Please (a) identify each publication by a publisher other than TMP (a "Swap Publisher") which, by arrangement with a Defendant or with a Defendant's consent, contained an appearance of one or more Characters as a drop-in, cross-over, cameo or otherwise, and indicate if any Defendant received any income, revenue sharing or other monetary consideration in respect of that publication (and if so, provide that information and those documents); and (b) identify each publication by a Defendant which contained an appearance of one or more of the Swap Publisher's characters as a drop-in, cross-over, cameo or otherwise, and for each such publication, (a) indicate if any Swap Publisher received any income, revenue sharing or other monetary consideration in respect of that publication (and if so, provide that information and those documents), and (b) provide the information and documents (including the Image final accounting) for each.

II. Other So-Called "Pen and Ink" Items

1. We have identified on Schedule B, attached, posters, calendars, and other so-called "pen-and-ink" items which we believe are compensable to Neil under the Wisconsin Judgment. Unless previously included in your transmittals to the Accountant and still current, please identify and document for each of these the following: units sold; price; revenues generated from sales; identity of manufacturer; each licensor; each licensee ; each license and royalty rate; whether the royalty was paid or accrued; amount of royalties; whether the toy is still being sold; and all payments by date and amount.

2. Please provide a list of all other posters, calendars, and other "pen and ink" items depicting or making any use of any one or more of the Characters, and for each, provide information and documents as to their printing and manufacture, their distribution, their sales by unit volume and dollar amounts, and their revenues generated and paid, accrued or credited to any Defendant and any Affiliates.

III. Action Figures, Toys, Non-Electronic Games and Clothing

1. Please provide updated information and documents on each of the figures, toys, games and clothing which you had previously identified and provided revenues and sales or other documents or information for and for any such products for which there have been any further sales, sales revenues, and/or accountings since the information and documents you previously provided.

2. We have identified on Schedule C, attached, various figures, toys, non-electronic games and clothing which we believe are compensable to Neil under the Wisconsin Judgment. Unless previously included in your transmittals to the Accountant, please identify and document for each of these products the following: units sold; price; revenues generated from sales; identity of manufacturer; each licensor; each licensee ; each license and royalty rate; whether the royalty was paid or accrued; amount of royalties; whether the toy is still being sold; and all payments by date and amount.

3. Please identify any toys, sets or collections, figures, games or clothing which are neither Previously Identified Toys nor are included in the products listed on Schedule C but which depict in any manner, or make any use of, one or more of the Characters. Please then provide for each of those products its description and the time period of its sale (by season[s] and year if more specific information is not available) and identify and document the costs paid out, the units sold, the sales revenues generated, the license and/or manufacturing agreement(s), the royalties paid or credited, and the consideration accrued, booked or paid to each Defendant and Affiliate in respect of each such product.
4. Please provide a list of all toys, sets or collections, figures, games or clothing which are currently being manufactured, are in process or development, or are subject to a license, where the product includes, depicts or uses in any manner one or more of the Characters, and for each, provide all third-party and Affiliate licenses and other agreements, and identify all financial information in respect to dollars paid, due or past due.
5. If you dispute whether any product identified in this section or in Schedule C should be included as compensable in the Accounting, please provide a copy of the product in question.

IV. Video Games and Software

1. Please provide updated information and documents on each of the computer and video games and software which you had previously identified and provided sales information, revenue information, Defendant or Affiliate income, and/or agreements or other documents for if (but only if) there have been any further sales, sales revenues, income, agreements, correspondence, and/or accountings, since the information and documents you previously provided.
2. We have identified on Schedule D, attached, computer or video games which we believe are compensable to Neil under the Wisconsin Judgment. Unless previously included in your transmittals to the Accountant, please identify and document for each of these the following: units sold; price; revenues generated from sales; identity of manufacturer; each licensor; each licensee ; each license and royalty rate; whether the royalty was paid or accrued; amount of royalties; whether the product is still being sold; and all payments by date and amount.
3. Please identify and describe sufficiently for reference identification (such as, for example, "Majesco Playstation 2 video game"), any computer game, video game, electronic game, or any computer software which depicts in any manner, or makes any use of, one or more of the Characters (other than those listed at Schedule D). Please then provide for each all third party and Affiliate documents related to same, including agreements and correspondence, and identify and document the costs paid out, the units sold, the sales revenues generated, the license royalties paid or credited, and the

consideration accrued, booked or paid to each Defendant and Affiliate in respect of each such game or software.

4. If you dispute whether any computer or video game or software identified in this section or in Schedule D should be included as compensable in the Accounting, please provide a copy of the video or computer game or software.

V. Movies, Television and Consumer-View Editions

1. For each of the movies, television shows, and consumer-view editions of same, such as video tape and DVD (collectively, "Media Exploitations") which you had previously identified in your information to the Accountant, please provide updated information and documents as to sales information, revenue information, Defendant or Affiliate income, and/or agreements, correspondence, or other documents if (but only if) there have been any further sales, sales revenues, income, agreements, correspondence, and/or accountings, since the information and documents you previously provided for each of those Media Exploitations.

2. We have identified on Schedule E, attached, movies, television shows, and consumer-view editions of same which we believe are compensable to Neil under the Wisconsin Judgment. Unless previously included in your transmittals to the Accountant and current to date, please provide information and documents as to the underlying agreement(s) for rights and/or services with any Defendant, all Defendant or Affiliate income, and all other agreements, correspondence, or other documents respecting same.

3. Other than those listed on Schedule E, please identify and describe sufficiently for reference identification any Media Exploitations which involve any of the characters in the Spawn universe and which have been developed, are in development, or have been licensed, optioned or otherwise agreed to (and which are not identified in any of your previous materials to the Accountant). Please then provide for each: all third party and Affiliate documents related to same, including agreements and correspondence, and identify and document any license or other fees paid, accrued or owed, any costs paid out, all license royalties paid accrued or credited, and the consideration accrued, booked or paid to each Defendant and Affiliate in respect of each such Media Exploitation.

VI. Other Products, Publications and Exploitations

Please list any other products, publications and exploitations which depicted or made use of any of the Characters or any of the Works or portions thereof, and provide all material information and documents in respect of same.

VII. Supplementing and Updating

To the extent that any product, publication or exploitation was previously identified in your materials to the Accountant and has since generated any additional revenues or has had any further agreements which is not otherwise being provided pursuant to any of the above requests, please identify same and provide such documents and information.

Schedules to Neil Gaiman's Data Exchange Information and Documents Request

Schedule A - Publications**PUBLICATION TITLE****ISSUE OR ISBN#, IF KNOWN**

Spawn Bible

Spawn Book of Souls

ANGELA

Issue # 1

ANGELA

Issue # 2

ANGELA

Issue # 3

Angela Special Edition (June 1995)

Angela trade paperback	(reprints the ANGELA miniseries and ANGELA Special Edition) \$9.95 cover	ISBN#1887279-09-1
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ANGELA HUNTS trade paperback (reprints only ANGELA miniseries - \$7.95 cover)

ISBN#158240-108-3

SPAWN

Issue # 9

SPAWN

Issue # 12

SPAWN

Issue # 14

SPAWN

Issue # 15

SPAWN

Issue # 16

SPAWN

Issue # 17

SPAWN

Issue # 18

SPAWN

Issue # 26

SPAWN

Issue # 27

SPAWN

Issue # 28

Schedules to Neil Gaiman's Data Exchange Information and Documents Request

SPAWN	Issue # 30
SPAWN	Issue # 31
SPAWN	Issue # 32
SPAWN	Issue # 33
SPAWN	Issue # 34
SPAWN	Issue # 35
SPAWN	Issue # 38
SPAWN	Issue # 40
SPAWN	Issue # 43
SPAWN	Issue # 44
SPAWN	Issue # 45
SPAWN	Issue # 46
SPAWN	Issue # 47
SPAWN	Issue # 48
SPAWN	Issue # 49
SPAWN	Issue # 50
SPAWN	Issue # 51
SPAWN	Issue # 54
SPAWN	Issue # 55
SPAWN	Issue # 57
SPAWN	Issue # 58
SPAWN	Issue # 59
SPAWN	Issue # 60
SPAWN	Issue # 61
SPAWN	Issue # 62
SPAWN	Issue # 63
SPAWN	Issue # 64
SPAWN	Issue # 65
SPAWN	Issue # 66
SPAWN	Issue # 68
SPAWN	Issue # 69
SPAWN	Issue # 71
SPAWN	Issue # 72
SPAWN	Issue # 73
SPAWN	Issue # 74

Schedules to Neil Gaiman's Data Exchange Information and Documents Request

SPAWN	Issue # 75
SPAWN	Issue # 77
SPAWN	Issue # 78
SPAWN	Issue # 80
SPAWN	Issue # 81
SPAWN	Issue # 82
SPAWN	Issue # 83
SPAWN	Issue # 84
SPAWN	Issue # 85
SPAWN	Issue # 86
SPAWN	Issue # 87
SPAWN	Issue # 88
SPAWN	Issue # 89
SPAWN	Issue # 96
SPAWN	Issue # 97
SPAWN	Issue # 98
SPAWN	Issue # 99
SPAWN	Issue # 100
SPAWN	Issue # 101
SPAWN	Issue # 113
SPAWN	Issue # 116
SPAWN	Issue # 117
SPAWN	Issue # 118
SPAWN	Issue # 119
SPAWN	Issue # 120

Shattered Image	Issue # 1
Shattered Image	Issue # 2
Shattered Image	Issue # 3
Shattered Image	Issue # 4

Spawn of the DarkAges	Issue # 1
Spawn of the DarkAges	Issue # 2
Spawn of the DarkAges	Issue # 3
Spawn of the DarkAges	Issue # 4

Schedules to Neil Gaiman's Data Exchange Information and Documents Request

Spawn of the DarkAges	Issue # 5
Spawn of the DarkAges	Issue # 6
Spawn of the DarkAges	Issue # 7
Spawn of the DarkAges	Issue # 8
Spawn of the DarkAges	Issue # 9
Spawn of the DarkAges	Issue # 10
Spawn of the DarkAges	Issue # 11
Spawn of the DarkAges	Issue # 12
Spawn of the DarkAges	Issue # 13
Spawn of the DarkAges	Issue # 14
Spawn of the DarkAges	Issue # 15
Spawn of the DarkAges	Issue # 16
Spawn of the DarkAges	Issue # 17
Spawn of the DarkAges	Issue # 18
Spawn of the DarkAges	Issue # 19
Spawn of the DarkAges	Issue # 20
Spawn of the DarkAges	Issue # 21
Spawn of the DarkAges	Issue # 22
Spawn of the DarkAges	Issue # 23
Spawn of the DarkAges	Issue # 24
Spawn of the DarkAges	Issue # 25
Spawn of the DarkAges	Issue # 26
Spawn of the DarkAges	Issue # 27
Spawn of the DarkAges	Issue # 28

Curse of the Spawn	Issue # 1
Curse of the Spawn	Issue # 2
Curse of the Spawn	Issue # 3
Curse of the Spawn	Issue # 4
Curse of the Spawn	Issue # 5
Curse of the Spawn	Issue # 6
Curse of the Spawn	Issue # 7
Curse of the Spawn	Issue # 8
Curse of the Spawn	Issue # 9
Curse of the Spawn	Issue # 10

Schedules to Neil Gaiman's Data Exchange Information and Documents Request

Curse of the Spawn	Issue # 11
Curse of the Spawn	Issue # 12
Curse of the Spawn	Issue # 13
Curse of the Spawn	Issue # 14
Curse of the Spawn	Issue # 15
Curse of the Spawn	Issue # 16
Curse of the Spawn	Issue # 17
Curse of the Spawn	Issue # 18
Curse of the Spawn	Issue # 19
Curse of the Spawn	Issue # 20
Curse of the Spawn	Issue # 21
Curse of the Spawn	Issue # 22
Curse of the Spawn	Issue # 23
Curse of the Spawn	Issue # 24
Curse of the Spawn	Issue # 25
Curse of the Spawn	Issue # 26
Curse of the Spawn	Issue # 27
Curse of the Spawn	Issue # 28
Curse of the Spawn	Issue # 29

Spawn the Impaler	Issue # 1
Spawn the Impaler	Issue # 2
Spawn the Impaler	Issue # 3

Spawn Fan edition #17

Angela/Glory

Spawn The Undead	Issue # 1
Spawn The Undead	Issue # 2
Spawn The Undead	Issue # 3
Spawn The Undead	Issue # 4
Spawn The Undead	Issue # 5
Spawn The Undead	Issue # 6
Spawn The Undead	Issue # 7

Schedules to Neil Gaiman's Data Exchange Information and Documents Request

Spawn The Undead	Issue # 8
Spawn The Undead	Issue # 9

Spawn Blood and Shadows

Spawn Blood and Salvation graphic Novel Annual 1 ISBN#158240-114-4

Spawn Simony (\$7.95 cover)

Hellspawn	Issue # 1
Hellspawn	Issue # 2
Hellspawn	Issue # 3
Hellspawn	Issue # 4
Hellspawn	Issue # 5
Hellspawn	Issue # 6
Hellspawn	Issue # 7
Hellspawn	Issue # 8
Hellspawn	Issue # 9
Hellspawn	Issue # 10
Hellspawn	Issue # 11
Hellspawn	Issue # 12
Hellspawn	Issue # 13
Hellspawn	Issue # 14
Hellspawn	Issue # 15
Hellspawn	Issue # 16

Medieval Spawn Witchblade	Issue # 1
Medieval Spawn Witchblade	Issue # 2
Medieval Spawn Witchblade	Issue # 3

Medieval Spawn Witchblade TPB

Spawn - movie adaptation

Schedules to Neil Gaiman's Data Exchange Information and Documents Request

Spawn the Undead

Spawn Bloodfeud

Spawn Comics Reprinted in Paperbacks:

Paperback 2 \$9.95	ISBN1887279-01-6
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Paperback 3

Paperback 4

Paperback 5

Paperback 6

Paperback 7

Paperback 8

Paperback 9

Paperback 10	ISBN 1-58240-131-4
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Paperback11 \$10.95	ISBN 1-58240-198-5
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Paperback 12 \$10.95	ISBN 1-58240-132-2
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Curse of the Spawn TPB 1 (1999)

Reprints Curse 1-4

Curse of the Spawn 2 \$9.95	ISBN 1-58240-113-6
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Curse of the Spawn 3 \$9.95	ISBN 1-58240-134-9
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Curse of the Spawn 4 \$10.95	ISBN 158240-162-4
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Curse of the Spawn 5

Schedules to Neil Gaiman's Data Exchange Information and Documents Request

Schedule B - "Pen and Ink" Exploitations

ITEM

SPAWN Trading Card Set (1995)

Trading Card Set - SPAWN CARDZ (1995)

Trading Card Set - SPAWN POWERCARDZ

Trading Card Set - Wildstorm

Trading Card Set - SPAWN movie

Trading Card Set - WIZARD

ANGELA Wizard Card #1- special edition

SPAWN Chromium Set - Chase cards

IMAGE Universe Gaming cards

IMAGE Universe Expansion set

Schedules to Neil Gaiman's Data Exchange Information and Documents Request

Schedule C - Action Figures, Toys, Games and Clothing

ITEM

Series 1 ANGELA

Red Angela

Red Angela - Spawn Club Exclusive

Rainbow Angela

Pewter Angela

Gold Angela

Blue Angela

Angela Hellfire Limited Edition

Purple Angela

Heavenly Fire Angela

Series 2 Cosmic Angela

Series 2 Green Cosmic Angela

13" ANGELA statue

Manga Angela

Lotus Angel Warrior Series 19

Angela Tiffany set

Tiffany Series 17

Angela action figure clock

Domina Series 20 (mass)

Domina Series 20 (limited version)

Angela zippo lighter

Angela t-shirt

Count Cogliostro Actioni Figure #00013

Medieval Spawn 1st Edition (5th toy)

Spawn the Dark Ages Series 11

Spawn the Dark Ages Series 14

Series 14 Mandarin

Medieval Spawn Series 17:Spaen Classic

Medieval Spawn Series 20: Classic II

Schedules to Neil Gaiman's Data Exchange Information and Documents Request

ITEM

Viking Toy Series 22

Medieval Spawn on Horse

Medieval Spawn vs Malebolgia Gift Set

Bonus Series 1 Blue Medieval Spawn

13" Medieval Spawn statue

Pewter Medieval Spawn

Gold Medieval Spawn

Spawn board game with detailed sculpted figures

Spawn Spogz set (pogs)

Schedules to Neil Gaiman's Data Exchange Information and Documents Request

ITEM

Schedule D - Video and Computer Games

Spawn the video game (ACCLAIM)

Spawn video game (SONY PLAYSTATION)

SPAWN - In the Demons Hand - CAPCOM for DREAMCAST

SPAWN - In the Demons Hand - Arcade version

Spawn Armageddon (Namco Hometek)

Playstation 2

Spawn Armageddon (Namco Hometek)

Nintendo GameCube

Schedules to Neil Gaiman's Data Exchange Information and Documents Request

ITEM

Schedule E - Movies, Television and Consumer-View Formats

SPAWN movie - rights and executive producer agreements
SPAWN movie video - PG13 theater edition
SPAWN movie video - Director's Cut - R-rated edition
SPAWN movie DVD- PG13 theater edition
SPAWN movie DVD - Director's Cut - R-rated edition
SPAWN Animated Series 1 - rights and producers agreement
 Spawn Show 1 - Burning Vision
 Spawn Show 2 - Evil Intent
 Spawn Show 3 - No Rest No Peace
 Spawn Show 4 - Dominoes
 Spawn Show 5 - Souls In the Balance
 Spawn Show 6 - Endgame
SPAWN Animated Series 1 - laser disc
SPAWN Animated Series 1 - VHS - Special Edition
SPAWN Animated Series 1 - VHS - Uncut Edition
SPAWN Animated Series 1 - DVD - Special Edition
SPAWN Animated Series 1 - Uncut Edition
SPAWN Animated Series 2 - rights and producers agreement
 Spawn Show 1 - A Bitter Home
 Spawn Show 2 - Access Denied
 Spawn Show 3 - Colors of Blood
 Spawn Show 4 - Send in the KKKlowns
 Spawn Show 5 - Deathblow
 Spawn Show 6 - Hellzapoppin'
SPAWN Animated Series 2 - VHS - Special Edition
SPAWN Animated Series 2 - VHS - Uncut Edition
SPAWN Animated Series 2 - DVD - Special Edition
SPAWN Animated Series 3 - rights and producers agreement
 Spawn Show 1 - Mindkiller
 Spawn Show 2 - Twitch is Down
 Spawn Show 3 - Seed of the Hellspawn
 Spawn Show 4 - Hunter's Moon

Schedules to Neil Gaiman's Data Exchange Information and Documents Request

ITEM

Spawn Show 5 - Serpent

Spawn Show 6 - Prophecy

SPAWN Animated Series 3 - VHS - Special Edition

SPAWN Animated Series 3 - VHS - Uncut Edition

SPAWN Animated Series 3 - DVD - Special Edition

SPAWN Animated programming and merchandise (IDT Entertainment)